

Hearing Date and Time: October 19, 2006 at 10:00 a.m.
Objection Deadline: October 12, 2006 at 4:00 p.m.

O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
(202) 383-5300
Robert A. Siegel (RS 0922)
Tom A. Jerman (TJ 1129)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**COVER SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

**O'MELVENY & MYERS LLP's SECOND INTERIM APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

NAME OF APPLICANT:	O'Melveny & Myers LLP
TIME PERIOD:	February 1, 2006 through May 31, 2006 (4 months)
ROLE IN THE CASE:	Special Labor Counsel to Debtors

DATE OF FINAL RETENTION ORDER:		November 4, 2005
CURRENT APPLICATION:		
	Fees Incurred:	\$ 3,118,474.00
	Expenses Incurred:	\$ 874,459.13
PRIOR APPLICATIONS:		
	Fees Previously Requested: ¹	\$ 1,322,746.50
	Fees Previously Awarded:	\$ 0.00
	Expenses Previously Requested:	\$ 90,169.23
	Expenses Previously Awarded:	\$ 0.00
INTERIM OR FINAL APPLICATION:		Interim

SCHEDULE OF HOURS AND COMPENSATION

<u>NAME OF PROFESSIONAL PARTNERS</u>	YEAR ADMITTED	DEPARTMENT	BILLING RATES²	HOURS BILLED³	TOTAL COMPENSATION
Jeffrey Kohn	1985	Adversarial/Labor	\$ 795.00	429.35	\$ 341,333.25
Gordon E. Krischer ⁴	1972	Adversarial/Labor	\$ 735.00	0.50	\$ 367.50
Robert Siegel	1975	Adversarial/Labor	\$ 735.00	293.05	\$ 215,391.75
Tom A. Jerman	1981	Adversarial/Labor	\$ 725.00	1,081.30	\$ 783,942.50
Barry H. Goldstein	1990	Adversarial	\$ 660.00	319.80	\$ 211,068.00
Total Partners				2,124.0	\$ 1,552,103.00

Blended Hourly Rate = \$730.75

¹ O'Melveny's First Interim Period invoice, dated January 23, 2006, "wrote off" the amount of the 20 percent holdback (\$48,542.50) as a "fee adjustment." This fee adjustment was an accounting error that will be corrected in the next billing cycle. O'Melveny's First Interim Application, however, did not reflect this erroneous fee adjustment. As a result, the First Interim Application sought the proper amount of fees and does not require adjustment.

² As disclosed in its Engagement Letter, the hourly rates of all O'Melveny professionals and legal assistants change from time to time based on, among other variables, changes in attorney seniority or status and changes in our rates generally. These adjustments, where applicable, are noted accordingly.

³ Although all professionals record time in increments of one-tenth of an hour, due to O'Melveny's voluntary write-off of one-half of travel time, the total hours billed for certain professionals are expressed in one-hundredths of an hour.

⁴ Gordon E. Krischer, a partner in O'Melveny's Labor and Employment Practice Group, was consulted for his expertise in specific matters pertaining to the National Labor Relations Act.

NAME OF PROFESSIONAL COUNSEL & ASSOCIATES	YEAR ADMITTED	DEPARTMENT	BILLING RATES	HOURS BILLED	TOTAL COMPENSATION
Rachel S. Janger	1999	Adversarial/Labor	\$ 495.00	741.05	\$ 366,819.75
Jessica Kastin	2002	Adversarial/Labor	\$ 495.00	760.95	\$ 376,670.25
Lani Miller	1996	Adversarial	\$ 485.00	23.60	\$ 11,446.00
Aparna B. Joshi ⁵	2000	Adversarial/Labor	\$ 470.00	4.80	\$ 2,256.00
Aparna B. Joshi	2000	Adversarial/Labor	\$ 425.00	0.30	\$ 127.50
Heejung Son	2001	Adversarial/Labor	\$ 450.00	223.00	\$ 100,350.00
Jennifer L. Merzon	2003	Adversarial/Labor	\$ 480.00	23.60	\$ 11,328.00
Raquel A. Millman	2003	Adversarial/Labor	\$ 480.00	25.30	\$ 12,144.00
Kyra Grundeman	2004	Adversarial	\$ 340.00	76.20	\$ 25,908.00
Deepa Ambekar	2005	Adversarial/Labor	\$ 310.00	593.90	\$ 184,109.00
Melissa Janiak-Oliver	2006	Adversarial/Labor	\$ 310.00	578.20	\$ 179,242.00
Stacy Hauf	2006	Adversarial/Labor	\$ 280.00	454.40	\$ 127,232.00
Adam Hellman	2006	Adversarial/Labor	\$ 280.00	194.75	\$ 54,530.00
Total Counsel & Associates				3,700.05	\$ 1,452,162.50

Blended Hourly Rate = \$392.47

NAME OF PARA-PROFESSIONAL⁶	DEPARTMENT	BILLING RATES	HOURS BILLED	TOTAL COMPENSATION
Keith Whitman	Adversarial	\$ 275.00	3.50	\$ 962.50
Nanci Blaisdell	Adversarial	\$ 265.00	7.80	\$ 2,067.00
Patricia A. Rowen	Adversarial	\$ 245.00	10.80	\$ 2,646.00
Steve Mauriello	Adversarial	\$ 230.00	111.80	\$ 25,714.00
Debra Fisher	Library	\$ 225.00	3.90	\$ 877.50
Ritvik Purohit	Practice Support	\$ 215.00	2.80	\$ 602.00
Kim Grotenrath	Transactions	\$ 200.00	1.30	\$ 260.00
Roy Mwangi	Adversarial	\$ 200.00	6.50	\$ 1,300.00
Ross Neglia	Adversarial	\$ 190.00	71.30	\$ 13,547.00
Martha Cocker	Library	\$ 175.00	4.00	\$ 700.00
James Kubicz	Litigation Services	\$ 165.00	2.00	\$ 330.00
Michelle Woo	Adversarial	\$ 160.00	326.70	\$ 52,272.00

⁵ Aparna B. Joshi, a counsel in O'Melveny's Labor and Employment Practice Group, was consulted for her expertise arising out of her experience in prior labor-related bankruptcy matters.

⁶ O'Melveny has voluntarily written off \$156.00 in fees (and 5.2 hours) for secretarial assistance inadvertently charged to the Debtors in the March 2006 invoice. This write-off is reflected in the paraprofessional total hours and fees as listed in the chart above. Details of the write-off are as follows:

Timekeeper	Dept.	Rate Hours	Hours	Amount
Charlene Orozco	Text Editing	\$ 30.00	0.30	\$ 9.00
Debra Poole	Text Editing	\$ 30.00	1.40	\$ 42.00
Mee-Lee Szeto	Text Editing	\$ 30.00	1.10	\$ 33.00
Cassandra Vaugh	Adversarial	\$ 30.00	1.80	\$ 54.00
Millicent Warnock	Adversarial	\$ 30.00	0.60	\$ 18.00
Total			5.20	\$ 156.00

NAME OF PARA- PROFESSIONAL ⁶	DEPARTMENT	BILLING RATES	HOURS BILLED	TOTAL COMPENSATION
Kelley Kasischke	Adversarial	\$ 160.00	58.50	\$ 9,360.00
Kimberly Edwards	Adversarial	\$ 160.00	11.30	\$ 1,808.00
Jayne Sabolinski	Adversarial	\$ 160.00	3.00	\$ 480.00
Mary-Lynnee Bancone	Library	\$ 150.00	2.30	\$ 345.00
Samuel S. Lax	Court Services	\$ 125.00	2.60	\$ 325.00
Penny Pendergrass	Library	\$ 125.00	2.50	\$ 312.50
Hanayo K. Sekiya	Library	\$ 125.00	0.30	\$ 37.50
Michael Montalto	Court Services	\$ 35.00	1.00	\$ 35.00
Anthony Sierra	Court Services	\$ 35.00	6.50	\$ 227.50
Total Paraprofessionals			640.40	\$ 114,208.50

Blended Hourly Rate = \$178.34